


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

May 14 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P36675 (7)</b> 1. Corporation Name <b>POLK COUNTY COGEN, INC.</b>					
Principal Place of Business <b>2500 CITY WEST BLVD STE 150 HOUSTON TX 77042 US</b>			Mailing Address <b>PO BOX 4411 N/A HOUSTON TX 77210-411 US</b>		
2. Principal Place of Business <b>1000 Louisiana Suite 5800 Houston, TX 77002</b>		2a. Mailing Address <b>1000 Louisiana Suite 5800 Houston, TX 77002</b>		3. Date Incorporated or Qualified <b>12/13/1991</b>	
				4. FEI Number <b>76-0354608</b>	
				Applied For Not Applicable	
				i. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
				i. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
				i. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>			10. Name and Address of New Registered Agent		
			81 Name		
			82 Street Address (P.O. Box Number is Not Acceptable)		
			83		
			84 City		
			85 Zip Code		
			<b>FL</b>		
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY-ST-ZIP					
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

*[Signature]* FILE ENTERED. Assoc. Sec. T. J. 4/3/98 13:507-3/AS

CR2E034 (10/97)

# POLK COUNTY COGEN, INC.

## OFFICERS

	Title	First Elected Date	Effective Date
Dan W. Ryser	President	June 27, 1997	June 27, 1997
Kenneth E. Randolph	Senior Vice President	June 27, 1997	June 27, 1997
Thomas G. Atlee	Secretary	June 27, 1997	June 27, 1997
Michael B. Barton	Vice President	June 27, 1997	June 27, 1997
Charles H. Brownman	Vice President	June 27, 1997	June 27, 1997
Marian M. Davenport	Vice President	June 27, 1997	June 27, 1997
Louis J. Dorey	Assistant Secretary	June 27, 1997	June 27, 1997
Robert D. Doty, Jr.	General Counsel	June 27, 1997	June 27, 1997
GENE FOSTER	Vice President	June 27, 1997	June 27, 1997
	Assistant Secretary	June 27, 1997	June 27, 1997
	Vice President	June 27, 1997	June 27, 1997
	Vice President / TREASURER	June 27, 1997	June 27, 1997
	ASSISTANT TREASURER - TAX	JUNE 27, 1997	JUNE 27, 1997

ADDRESS FOR ALL:

1000 LOUISIANA SUITE 5800  
HOUSTON, TX 77002